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October 24, 2023

VIA CM/ECF

Honorable Michael B. Kaplan
United States Bankruptcy Court for the District of
New Jersey
402 East State Street
Courtroom #8
Trenton, NJ 08608

Honorable Vincent F. Papalia
United States Bankruptcy Court for the District of
New Jersey
50 Walnut Street
Courtroom 3B
Newark, NJ 07102

Re: BED BATH & BEYOND INC., *et al.*¹ (collectively, the "Debtors")
Bankruptcy Case No.: 23-13359 (VFP)

Dear Chief Judge Kaplan and Judge Papalia:

This firm represents the County of Santa Clara, the County of Los Angeles, the County of Fresno and the County of Riverside (collectively, the "Counties") in the above-mentioned bankruptcy case. With regard to *Debtors' Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities* [Docket No. 2181] ("Debtors' First Tax Motion"), this firm filed an *Objection of County of Santa Clara, County of Los Angeles, County of Fresno and County of Riverside to Debtors' Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities* [Docket No. 2491], along with five (5) supporting declarations (collectively, the "Counties' Objection"). The Debtors also filed a (I) *Second Omnibus Objection to Certain Tax Claims and (II) Motion to Determine Tax Liability and Stay Proceedings* [Docket No. 2180] (the "Debtors' Second Tax Motion", and together with the Debtors' First Tax Motion, the "Debtors' Tax Motions").

The Debtors' Tax Motions were scheduled to be heard on Tuesday, October 24, 2023 at 10:00 a.m. (ET). On October 23, 2023, counsel to the Plan Administrator filed a *Notice of Agenda* [Docket No. 2530] (the "Notice of Agenda"). With respect to the Debtors' First Tax Motion, the Debtors represent that the "matter is being adjourned to November 14, 2023 at 10:00 a.m." and that "the matter is resolved in all other respects", as follows:

**Status: This matter is being adjourned to November 14, 2023 at 10:00 a.m.
solely with respect to Ventura County Tax Collector; Alameda County
Tax Collector; Contra Costa County Treasurer-Tax Collector; Santa**

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtor's proposed claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>.

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Clara County; County of Los Angeles; County of Fresno; County of Riverside; Sonoma County Tax Collector; and Santa Cruz County Treasurer-Tax Collector. This matter is resolved in all other respects.

See Notice of Agenda, p. 10, Matter No. 4.

With regard to the Debtors' Second Tax Motion, the Debtors represent that a "proposed order will be submitted to the Court with respect to the nonobjecting parties", as follows:

Status: This matter is being adjourned to November 14, 2023 at 10:00 a.m. solely with respect to Orange County Treasurer-Tax Collector; San Mateo County Treasurer-Tax Collector; San Diego County Treasurer-Tax Collector; San Bernardino County Tax Collector; Kern County Treasurer-Tax Collector; San Luis Obispo County Treasurer-Tax Collector; and Sacramento County Tax Collector. A proposed order will be submitted to the Court with respect to the nonobjecting parties.

See Notice of Agenda, p. 9, Matter No. 3.

As to the Plan Administrator's adjournment under the Debtors' First Tax Motion, it appears to only relate to certain California counties who have either objected and/or filed a response because the Notice of Agenda states that "[t]his matter is resolved in all other respects". As to the Debtors' Second Tax Motion, the Debtors appear to seek the entry of default against non-responding parties as "[a] proposed order will be submitted to the Court with respect to the nonobjecting parties". The Counties hereby object to the Plan Administrator's request for the entry of any order with respect to the Debtors' Tax Motions.

On October 18, 2023, I spoke with the Plan Administrator's counsel, who subsequently confirmed in writing, that "there will [be] no legal arguments, factual determinations, or orders entered regarding the issues raised by the Tax Motions, including no orders entered to 'default' any taxing entity that did not object". A true and correct copy of the October 18th email is attached hereto as **Exhibit "A"**.

Accordingly, no orders should be entered regarding the Debtors' Tax Motions prior to the adjourned hearing date of November 14, 2023. The Counties have further basis to object to the Plan Administrator's request(s) for the entry of Orders on the grounds that, among other things, (i) any default(s) or orders entered against a California county will serve as a premature, partial ruling on the Counties' Objection asking the Court to (a) abstain as to all California counties; and (b) deny the Debtors' First Tax Motion based on defective service; and (ii) any rulings entered by the Court prior to the continued hearing on November 14th may result in inconsistent rulings contrary to California law governing the need for the "uniformity of assessment".

Respectfully submitted,



John S. Mairo